substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl;

R_{31} is aryl, substituted aryl, aralkyl, heteroaralkyl, substituted aralkyl, or substituted heteroaralkyl;

R_{32} is hydrogen; and/or

n is 1.

16. A method according to claim 1, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

$R_{2'}$is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl;

R_3 is —$S(O)_2$—R_{7a};

R_6 is R_{12}-alkylene-;

R_{12} is chosen from alkoxy, amino, alkylamino, dialkylamino, carboxy, hydroxyl-, and N-heterocyclyl-; and/or

R_{7a} is chosen from C_1-C_{13} alkyl-; phenyl-; naphthyl-; phenyl substituted with cyano, halo, lower-alkyl-, lower-alkoxy, nitro, methylenedioxy, or trifluoromethyl-; biphenylyl and heteroaryl-.

17. A method according to claim 16, having one or more of the following:

R_1 is naphthyl-, phenyl-, bromophenyl-, chlorophenyl-, methoxyphenyl-, ethoxyphenyl-, tolyl-, dimethylphenyl-, chorofluorophenyl-, methylchlorophenyl-, ethylphenyl-, phenethyl-, benzyl-, chlorobenzyl-, methylbenzyl-, methoxybenzyl-, cyanobenzyl-, hydroxybenzyl-, dichlorobenzyl-, dimethoxybenzyl-, or naphthalenylmethyl-;

$R_{2'}$is hydrogen and R_2 is ethyl or propyl;

R_4 is hydrogen, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, or optionally substituted N-heterocyclyl;

R_5 is hydrogen, lower alkyl, or halo; and/or

R_{7a} is chosen from phenyl substituted with halo, lower-alkyl-, lower-alkoxy, cyano, nitro, methlenedixoy, or trifluoromethyl-; and naphthyl-.

18. A method according to claim 1 wherein

X is absent;

Y is absent;

R_1 is optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl;

R_2 is optionally substituted C_1-C_4-alkyl-;

$R_{2'}$is hydrogen;

R_4 is methyl or phenyl;

R_5 is hydrogen or methyl;

and

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, —C(O)—R_7, and —$S(O)_2$—R_{7a}; and R_6 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

or R_3 taken together with R_6, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring.

19. A method according to claim 18, wherein

R_3 is —C(O)R_7;

R_6 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-and

R_7 is selected from hydrogen, optionally substituted alkyl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, optionally substituted heteroaryl-, optionally substituted aryl-, R_8O— and R_{14}—NH—, wherein R_8 is chosen from optionally substituted alkyl and optionally substituted aryl and R_{14} is chosen from hydrogen, optionally substituted alkyl and optionally substituted aryl.

20. A method according to claim 1 wherein R_2 and $R_{2'}$are each attached to a stereogenic center having an R-configuration.

21-58. (canceled)

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